

CONTRACT #6
RFS # 318.66-030

**Department of Finance &
Administration/Bureau
of TennCare**

VENDOR:
**Memphis Managed Care
Corporation (TLC)**

REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required.
A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT
CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS #

318.66-030

STATE AGENCY NAME :

Department of Finance and Administration, Bureau of TennCare

SERVICE CAPTION :

Managed Care Organization Services/Medically Necessary Health Care Services to the
TennCare/Medicaid Population

CONTRACT #

FA-02-14861-00

PROPOSED AMENDMENT #

8

CONTRACTOR :

Memhis Managed Care Corporation (TLC)

CONTRACT START DATE :

July 1, 2001

CURRENT, LATEST POSSIBLE END DATE :
(including ALL options to extend)

12/31/2006

CURRENT MAXIMUM LIABILITY :

\$1,967,225,252.97

LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT :
(including ALL options to extend)

12/31/2006

TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT :
(including ALL options to extend)

\$1,967,225,252.97

APPROVAL CRITERIA :
(select one)



use of Non-Competitive Negotiation is in the best interest of the state



only one uniquely qualified service provider able to provide the service

ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)

(1) description of the proposed additional service and amendment effects :

Implements the TennCare Reform language as approved by CMS and the courts; Requires NCQA accreditation; strengthens conflict of interest disclosure requirements; strengthens MCO financial requirements; lowers the administrative fee to mirror TennCare Select; as well as various other housekeeping issues involving language clarifications.

(2) explanation of need for the proposed amendment :

Due to TennCare changes recently approved by CMS and courts, it is necessary to amend the MCO contracts to conform to changes as well as providing needed amended financial requirements and language clarifications.

(3) name and address of the proposed contractor's principal owner(s) :
(not required if proposed contractor is a state education institution)

1407 Union Avenue, Suite 210, Memphis, TN 38104

(4) documentation of OIR endorsement of the Non-Competitive procurement request :
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :

The Bureau of TennCare is attempting to modify all of the MCO contracts to conform to recent changes in the Program. This amendment will allow continuation of services to the enrollees and further clarify their responsibilities, as well as modify financial administration requirements. TennCare would greatly appreciate the approval of this amendment by the Department of Finance and Administration.

AGENCY HEAD REQUEST SIGNATURE:

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

SIGNATURE DATE

6-15-05

CONTRACT SUMMARY SHEET

RFS Number	318.66-030	Contract Number	FA-02-14861-08
State Agency	Department of Finance and Administration	Division	Bureau of TennCare
Contract		Contract Identification Number	
MEMPHIS MANAGED CARE CORPORATION (TLC)		<input type="checkbox"/> V- <input type="checkbox"/> C-	
Service Description			
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population			
Contract Begin Date		Contract End Date	
7/1/2001		12/31/2006	
Account Code	Contract Code	Contract Code	Contract Code
318.66	415	134	11
		<input type="checkbox"/> STARS	
FY	State Funds	Federal Funds	Other Funding
2002	\$ 107,897,462.00	\$ 189,156,600.00	\$ 297,054,062.00
2003	\$ 125,578,900.00	\$ 216,662,400.00	\$ 342,241,300.00
2004	\$ 122,140,879.32	\$ 221,581,261.65	\$ 343,722,140.97
2005	\$ 145,810,850.00	\$ 247,872,250.00	\$ 393,683,100.00
2006	\$ 145,810,850.00	\$ 247,872,250.00	\$ 393,683,100.00
2007	\$ 69,470,350.00	\$ 127,371,200.00	\$ 196,841,550.00
TOTAL	\$ 716,709,291.32	\$ 1,250,515,961.65	\$ 1,967,225,252.97
Contract Description			
93.778 Title XIX Dept. of Health and Human Services			
State Fiscal Contract			
Name	Scott Pierce		
Address	729 Church Street		
Phone	Nashville, TN (615)532-1362		
Procuring Agency Budget Officer Approval Signature			
Scott Pierce			
Contract Description			
Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.			

318.66-030

Department of Finance and Administration

FA-02-14861-07

Bureau of TennCare

MEMPHIS MANAGED CARE CORPORATION (TLC)

☐ V-
☐ C-

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

7/1/2001

12/31/2008

318.66

415

134

11

☐ STARS

2002	\$ 107,897,462.00	\$ 189,156,600.00		\$	297,054,062.00
2003	\$ 125,578,900.00	\$ 216,862,400.00		\$	342,241,300.00
2004	\$ 122,140,878.32	\$ 221,581,261.66		\$	343,722,140.97
2005	\$ 145,810,850.00	\$ 247,872,250.00		\$	393,683,100.00
2006	\$ 145,810,850.00	\$ 247,872,250.00		\$	393,683,100.00
2007	\$ 69,470,350.00	\$ 127,371,200.00		\$	196,841,550.00
	\$ 716,709,291.32	\$ 1,250,515,961.66		\$	1,967,225,252.97

93.778

Scott Pierce
 729 Church Street
 Nashville, TN
 (615) 532-1362

Scott Pierce



Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr.,
 Commissioner of Finance and Administration, do hereby certify that
 there is a balance in the appropriation from which this obligation is
 required to be paid that is not otherwise encumbered to pay
 obligations previously incurred.

	12/31/2005	12/31/2006
FY: 02	\$297,054,062.00	
FY: 03	\$342,241,300.00	
FY: 04	\$343,722,140.97	
FY: 05	\$343,722,140.97	\$49,960,959.03
FY: 06	\$171,861,070.49	\$221,822,029.51
FY: 07		\$196,841,550.00
	\$1,498,600,714.43	\$468,624,538.54

CONTRACT SUMMARY SHEET

RFS Number:	318.66-030	Contract Number:	FA-02-14861-06
State Agency:	Department of Finance and Administration	Division:	Bureau of TennCare
Contractor:		Contract Identification Number:	
MEMPHIS MANAGED CARE CORPORATION (TLC)		<input type="checkbox"/> V- <input type="checkbox"/> C-	

Service Description:
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date:	Contract End Date:
7/1/2001	12/31/2005

Allocation Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	415	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including All Amendments)	
2002	\$107,897,462.00	\$ 189,156,600.00			\$ 297,054,062.00	
2003	\$125,578,900.00	\$ 216,662,400.00			\$ 342,241,300.00	
2004	\$122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97	
2005	\$122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97	
2006	\$ 61,070,439.66	\$ 110,790,630.82			\$ 171,861,070.49	
Total	\$538,828,560.30	\$ 959,772,154.12			\$ 1,498,600,714.43	
CFDA#	93.778					

State Fiscal Contracts		Check the box ONLY if the answer is YES	
Name:	Dean Daniel	Is the Contractor a SUBRECIPIENT (per OMB A-133)?	
Address:	729 Church Street	Is the Contractor a Vendor (per OMB A-133)?	
Phone:	Nashville, TN	Is the Fiscal Year Funding STRICTLY LIMITED?	
	(615)532-1362	Is the Contractor on STARS?	
Procuring Agency Budget Officer Approval Signature		Is the Contractor's FORM W-9 ATTACHED?	
Dean Daniel <i>Dean Daniel</i> 6/22/04		Is the Contractor's Form W-9 Filed with Accounts?	

COMPLETE FOR ALL AMENDMENTS (ONLY)		
	Base Contract/Amendment	This Amendment ONLY
END DATE:	12/31/2005	
FY: 02		
FY: 03		
FY: 04		
FY: 05		
FY: 06		
Total:	\$0.00	\$0.00

Binding Certification
Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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COMPTROLLER'S OFFICE
OFFICE OF
MANAGEMENT SERVICES

CONTRACT SUMMARY SHEET

RFS Number	318.66-030	Contract Number	FA-02-14861-05
State Agency	Department of Finance and Administration	Division	Bureau of TennCare

Contractor	MEMPHIS MANAGED CARE CORPORATION (TLC)	Contract Identification Number	<input type="checkbox"/> V- <input type="checkbox"/> C-
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Service Description	Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population
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Contract Begin Date	7/1/2001	Contract End Date	12/31/2005
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Alignment Code	318.66	Cost Center	415	Object Code	134	Fund	11	Grant	<input type="checkbox"/> STARS	Grant Code		Subgrant Code	
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FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount including all amendments
2002	\$ 107,897,462.00	\$ 189,156,600.00			\$ 297,054,062.00
2003	\$ 125,578,900.00	\$ 216,662,400.00			\$ 342,241,300.00
2004	\$ 122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97
2005	\$ 122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97
2006	\$ 61,070,439.66	\$ 110,790,630.82			\$ 171,861,070.49
Total	\$ 538,828,560.30	\$ 959,772,154.12			\$ 1,498,600,714.43

Contract ID	93.778	Check the box ONLY if the answer is YES
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State Fiscal Contract	Is the Contractor a SUBRECIPIENT (per OMB A-134)?
Name: Dean Daniel	Is the Contractor a Vendor (per OMB A-134)?
Address: 729 Church Street	Is the Contractor a Funding SOURCE (per OMB A-134)?
Phone: Nashville, TN	Is the Contractor a FUNDING SOURCE (per OMB A-134)?
(615)532-1362	Is the Contractor a FUNDING SOURCE (per OMB A-134)?

Procuring Agency/Eligible Officer Approval/Signature	Is the Contractor on STARS?
Dean Daniel <i>Dean Daniel</i> 12/23/03	Is the Contractor FORMERLY SANCTIONED?
	Is the Contractor's Form 990 Filed and Accurate?

COMPLETION FOR ALL AMENDMENTS (only)			Funding Certification
END DATE	Base Contract Prior to Amendment	This Amendment Only	
	12/31/2005		Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
FY: 02	\$297,054,062.00	\$0.00	
FY: 03	\$342,241,300.00	\$0.00	
FY: 04	\$343,722,140.97	\$0.00	
FY: 05	\$343,722,140.97	\$0.00	
FY: 06	\$171,861,070.49	\$0.00	
Total	\$1,498,600,714.43	\$0.00	

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Office of Contracts Review

CONTRACT SUMMARY SHEET

Contract Number	318-66-030	Contract Number	FA-02-14861-04
State Agency	Department of Finance and Administration	Division	Bureau of TennCare
Contractor		Contract Identification Number	

MEMPHIS MANAGED CARE CORPORATION (TLC)

☐ V-
☐ C-

Service Description
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Start Date	7/1/2001	Contract End Date	12/31/2005
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Allocation Code	Post Code	Diagnosis Code	Unit	Rate	Rate Code	Subgrant Code
318.66	415	134	11	<input type="checkbox"/> STARS		
FY	Start Date	End Date	Initial Departmental Budget	Other Funding	Total Contract Amount (including All Amendments)	
2002	\$ 107,897,462.00	\$ 189,156,600.00			\$ 297,054,062.00	
2003	\$ 125,578,900.00	\$ 216,662,400.00			\$ 342,241,300.00	
2004	\$ 122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97	
2005	\$ 122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97	
2006	\$ 61,070,439.66	\$ 110,790,630.82			\$ 171,861,070.49	
Total	\$ 538,828,560.30	\$ 959,772,154.12			\$ 1,498,600,714.43	

OFDAV	93.778	Check the box that applies to this contract
Statistical Contract		Is the contractor a subcontractor of another contract?
Vendor		Is the contractor a vendor of the state?
Address		Is the contractor a subcontractor of another contract?
Phone		Is the contractor a subcontractor of another contract?
Dean Daniel		Is the contractor a subcontractor of another contract?
729 Church Street		Is the contractor a subcontractor of another contract?
Nashville, TN		Is the contractor a subcontractor of another contract?
(615)532-1362		Is the contractor a subcontractor of another contract?
Funding Agency/Entity/Other Agency/Program		Is the contractor a subcontractor of another contract?

Dean Daniel *Dean Daniel* 6/30/03

COMPLETE FOR ALL AMENDMENTS ONLY			Funding Information	
END DATE	Contract #3 Prior	Amendments	Contract #3 Prior	Amendments
	12/31/2005			
FY: 02	\$297,054,062.00	\$0.00		
FY: 03	\$342,241,300.00	\$0.00		
FY: 04	\$342,241,300.00	\$1,480,840.97		
FY: 05	\$342,241,300.00	\$1,480,840.97		
FY: 06	\$171,120,650.00	\$740,420.49		
Total	\$1,494,898,612.00	\$3,702,102.43		

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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Office of Contract Management

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COMPTROLLER'S OFFICE

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CONTRACT SUMMARY SHEET

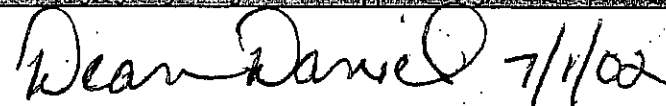
Contract Number	FA-02-14861-03
State Agency	Department of Finance and Administration
Division	Bureau of TennCare

Contract Actor	MEMPHIS MANAGED CARE CORPORATION (TLC)	Contract Identification Number	<input type="checkbox"/> V- <input type="checkbox"/> C-
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Service Description	Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population
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Contract Begin Date	7/1/01	Contract End Date	12/31/05
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Allocation Code	Cost Center	Object Code	FUND	Grant	Grant Code	Subgrant Code
318.66	415	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Intra-departmental Funds	Other Funding	Total Contract Amount (including All Amendments)	
2002	\$107,897,462.00	\$ 189,156,600.00			\$ 297,054,062.00	
2003	\$125,578,900.00	\$ 216,662,400.00			\$ 342,241,300.00	
2004	\$125,578,900.00	\$ 216,662,400.00			\$ 342,241,300.00	
2005	\$125,578,900.00	\$ 216,662,400.00			\$ 342,241,300.00	
2006	\$ 62,789,450.00	\$ 108,331,200.00			\$ 171,120,650.00	
2007	\$547,423,612.00	\$ 947,475,000.00			\$ 1,494,898,612.00	

FOIPA	93.778	Check box for ONLY if you answer YES
State Fiscal Contract		Is the contract in SUBREGRANT (OMB # 43)
Contract Officer	Dean Daniel 729 Church Street Nashville, TN (615)532-1362	Is the contract a subgrant (OMB # 43)
Producing Agency Budget Order Approval Signature		Is the contract a subgrant (OMB # 43)
Dean Daniel		Is the contract a subgrant (OMB # 43)
		Is the contract a subgrant (OMB # 43)
		Is the contract a subgrant (OMB # 43)
		Is the contract a subgrant (OMB # 43)
		Is the contract a subgrant (OMB # 43)
		Is the contract a subgrant (OMB # 43)

COMPLETION FOR AMENDMENTS ONLY			Funding Certification
FY	BEFORE AMENDMENT	AFTER AMENDMENT	Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
FY: 02			
FY: 03			
FY: 04			
FY: 05			
FY: 06			
Totals	\$0.00	\$0.00	

CONTRACT SUMMARY SHEET

Contract Number	FA-02-14861-02
State Agency	Department of Finance and Administration
Division	Bureau of TennCare
Contractor	MEMPHIS MANAGED CARE CORPORATION (TLC)
Contract Identification Number	

Services Description
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	7/1/01	Contract End Date	12/31/05
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Amount	Code	Code	Fund	Grant	Grant Code	Subgrant Code
318.66	415	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including amendments)	
2002	\$ 107,897,462.00	\$ 189,156,600.00			\$	297,054,062.00
2003	\$ 125,578,900.00	\$ 216,662,400.00			\$	342,241,300.00
2004	\$ 125,578,900.00	\$ 216,662,400.00			\$	342,241,300.00
2005	\$ 125,578,900.00	\$ 216,662,400.00			\$	342,241,300.00
2006	\$ 62,789,450.00	\$ 108,331,200.00			\$	171,120,650.00
Total	\$ 547,423,612.00	\$ 947,475,000.00			\$	1,494,898,612.00

CFR/CA	93.778
State Fiscal Contract	
Name	Dean Daniel
Address	729 Church Street
City	Nashville, TN
Phone	(615) 532-1862

Procuring Agency Budget Officer Approval Signature
Dean Daniel *Dean Daniel 7/1/02*

COMPLETION FOR ALL AMENDMENTS ONLY		
Amendment	Contract & Amendment	Amendment Only
END DATE	12/31/05	
FY: 02	\$297,054,062.00	\$0.00
FY: 03	\$297,054,062.00	\$45,187,238.00
FY: 04	\$297,054,062.00	\$45,187,238.00
FY: 05	\$297,054,062.00	\$45,187,238.00
FY: 06	\$148,527,031.00	\$22,593,619.00
Total	\$1,336,743,279.00	\$158,155,333.00

Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

CONTRACT SUMMARY SHEET

010102

RFS Number:		Contract Number:	FA-02-14861-01
State Agency:	Department of Finance and Administration	Division:	Bureau of TennCare
Contractor		Contractor Identification Number	
Memphis Managed Care Corporation (TLC)		<input type="checkbox"/> V- <input type="checkbox"/> C-	

Service Description

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
7/01/01	12/31/05

Allotment Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	109	134	11	<input type="checkbox"/> on STARS		

FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)
2002	\$107,897,462	\$189,156,600			\$297,054,062
2003	\$107,897,462	\$189,156,600			\$297,054,062
2004	\$107,897,462	\$189,156,600			\$297,054,062
2005	\$107,897,462	\$189,156,600			\$297,054,062
2006	\$53,948,731	\$94,578,300			\$148,527,031
Total:	\$485,538,579	\$851,204,700			\$1,336,743,279

CFDA #	93.778	Check the box ONLY if the answer is YES:
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State Fiscal Contact		
Name:	Dean Daniel	Is the Contractor a SUBRECIPIENT? (per OMB A-133)
Address:	729 Church Street	Is the Contractor a VENDOR? (per OMB A-133)
Phone:	Nashville, TN (615) 532-1362	Is the Fiscal Year Funding STRICTLY LIMITED?
Procuring Agency Budget Officer Approval Signature		Is the Contractor on STARS?
Dean Daniel <i>Dean Daniel</i> 6/5/02		Is the Contractor's FORM W-9 ATTACHED?
		Is the Contractors Form W-9 Filed with Accounts?

COMPLETE FOR ALL AMENDMENTS (only)		
END DATE →	Base Contract & Prior Amendments	This Amendment ONLY
Y:		
Y:		
Y:		
Y:		
Y:		
Total:		

Funding Certification

Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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Office of Contracts Review

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